

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
FRANK J. PERGOLIZZI

RECORDATION NO

17415-A ✓
FILED 1425

JAN 3 1992 -2 00 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO

17416-B
FILED 1425

JAN 3 1992 -2 00 PM

INTERSTATE COMMERCE COMMISSION

202 347-7170

HAND DELIVERY

The Honorable Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO

17417-A
FILED 1425

JAN 3 1992 -2 00 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for filing please find one original and three copies of Amendment Number Two to a Security Agreement, Goods and Equipment (Rolling Stock) dated July 2, 1991, and subsequently amended by Amendment dated July 22, 1991. We request that this Amendment be cross-indexed.

The purpose of this Amendment is to reflect the changes in name of three of the five debtor railroads. The changes are as follows:

1. ET Ry, L.P. becomes East Tennessee Railway, L.P.
2. ATW Ry, L.P. becomes Atlantic and Western Railway, L.P.
3. LRW Ry, L.P., a Limited Partnership, becomes Little Rock & Western Railway, L.P., a Limited Partnership.

17415
JAN 3 1992
MOTOR CARRIER UNIT
17417
17416

A check in the amount of \$15.00 is enclosed to cover the fee. Please return the original document to Slover & Loftus, 1224 Seventeenth Street, N.W., Washington, D.C. 20036.

Thank you for your cooperation in this matter.

Sincerely,

Andrew B. Kolesar III

Andrew B. Kolesar III

ABK:mfw
Enclosures

Counterparts - Andrew B. Kolesar III

Interstate Commerce Commission

Washington, D.C. 20423

1/3/92

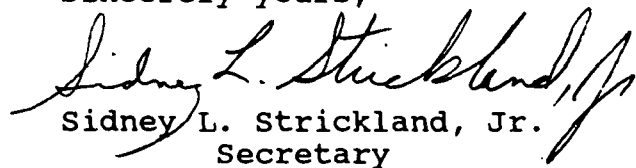
OFFICE OF THE SECRETARY

Andrew B. Kolesar III
Slover & Loftus
1224 Seventeenth Street, NW
Washington, DC 20036

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/3/92 at 2:00PM, and assigned recordation number(s). 17415-A, 17416-B and 17414-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

FIRST ALABAMA BANK

17415-A
RECORDATION NO. FILED 1425

AMENDMENT NUMBER TWO

JAN 3 1992 -2 00 PM
INTERSTATE COMMERCE COMMISSION

TO

**SECURITY AGREEMENT, GOODS AND EQUIPMENT
(ROLLING STOCK)**

THIS AMENDMENT dated October 21, 1991 to that certain Security Agreement, Goods and Equipment (Rolling Stock) by and between Galveston Railroad, L.P. ("GR"), LRW Ry, L.P. ("LRW"), ET Ry, L.P. ("ET"), KWT Railway, Inc. ("KWT"), ATW Ry, L.P. ("ATW") and First Alabama Bank of Dothan, Alabama ("Bank"), dated July 2, 1991 and subsequently amended by Amendment dated July 22, 1991 as follows:

WHEREAS, GR, LRW, ET, KWT and ATW entered into a Security Agreement, Goods and Equipment (Rolling Stock) (the "Security Agreement") dated July 2, 1991 in favor of Bank; and

WHEREAS, the Security Agreement was recorded at the Interstate Commerce Commission on July 3, 1991 at 2:45 P.M. and has been assigned Recordation Nos. 17413 through 17417; and

WHEREAS, the Security Agreement was amended to change the name of LRW Ry, L.P. to LRW Ry, L.P., a Limited Partnership and was recorded at the Interstate Commerce Commission on July 25, 1991 at 9:40 A.M. and has been assigned Recordation No. 17416-A; and

WHEREAS, the Security Agreement is being amended to change the name of ET Ry, L.P. to East Tennessee Railway, L.P. and to change the name of ATW Ry, L.P. to Atlantic and Western Railway, L.P. and the Security Agreement and Amendment Number One thereto is being amended to change the name of LRW Ry, L.P., a Limited Partnership to Little Rock & Western Railway, L.P., a Limited Partnership;

NOW, THEREFORE, for good and valuable consideration and intending to be legally bound, the names of the debtors, ET Ry, L.P., ATW Ry, L.P. and LRW Ry, L.P., a Limited Partnership are hereby deleted from Schedule "A", Schedule "B" and from the Execution Addendum to the Security Agreement and the name of the debtor LRW Ry, L.P., a Limited Partnership is hereby deleted from Amendment Number One to the Security Agreement; the names of said debtors are hereby corrected and changed to East Tennessee Railway, L.P., Atlantic and Western Railway, L.P. and Little Rock & Western Railway, L.P., a Limited Partnership. It is the intent of this Amendment Number Two only to change the names of the debtors, ET Ry, L.P. to East Tennessee Railway, L.P., ATW Ry, L.P. to

Atlantic and Western Railway, L.P. and LRW Ry, L.P., a Limited Partnership to Little Rock & Western Railway, L.P. a Limited Partnership in each place in the Security Agreement in which the names ET Ry, L.P., ATW Ry, L.P. and LRW Ry, L.P., a Limited Partnership appear, and to change the name of LRW Ry, L.P., a Limited Partnership in each place in Amendment Number One to the Security Agreement in which the name LRW Ry, L.P., a Limited Partnership appears. The remaining terms and conditions of the Security Agreement and Amendment Number One thereto shall remain valid and legally binding upon each of the parties thereto and this Amendment Number Two shall not change or effect any of said terms and conditions.

IN WITNESS WHEREOF, Galveston Railroad, L.P., Little Rock and Western Railway, L.P., a Limited Partnership, East Tennessee Railway, L.P., KWT Railway, Inc., Atlantic and Western Railway, L.P. and First Alabama Bank - Dothan, Alabama have duly executed this Amendment Number Two to the Security Agreement as of the day and year first above written.

Galveston Railroad, L.P.

By Rail Management and Consulting
Corporation, General Partner

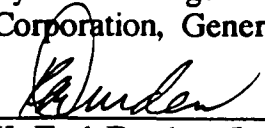
By:


K. Earl Durden, Its President

Little Rock and Western Railway, L.P.,
a Limited Partnership

By Rail Management and Consulting
Corporation, General Partner

By:


K. Earl Durden, Its President

East Tennessee Railway, L.P.

By Rail Management and Consulting
Corporation, General Partner

By:


K. Earl Durden, Its President

KWT Railway, Inc.

By:


K. Earl Durden, Its President

Atlantic and Western Railway, L.P.

By Rail Management and Consulting
Corporation, General Partner

By:

K. Earl Durden
K. Earl Durden, Its President

First Alabama Bank - Dothan

By:

Lowell Yeara
Lowell Yeara
Its Senior Vice President

STATE OF ALABAMA]
HOUSTON COUNTY]

I, Dow T. Huskey, a Notary Public, in and for said County in said State, hereby certify that K. Earl Durden, whose name as President of Rail Management and Consulting Corporation, a Delaware corporation and sole general partner of said Galveston Railroad, L.P., a limited partnership, is signed to the foregoing Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited partnership.

Given under my hand this the 21st day of October, 1991.

Dow T. Huskey
My Commission Expires: 8/8/92

STATE OF ALABAMA]
HOUSTON COUNTY]

I, Dow T. Huskey, a Notary Public, in and for said County in said State, hereby certify that K. Earl Durden, whose name as President of Rail Management and Consulting Corporation, a Delaware corporation and sole general partner of said Little Rock and Western Railway, L.P., a Limited Partnership, is signed to the foregoing Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited partnership.

Given under my hand this the 21st day of October, 1991.

Dow T. Huskey
My Commission Expires: 8/8/92

STATE OF ALABAMA]
HOUSTON COUNTY]

I, Dow T. Huskey, a Notary Public, in and for said County in said State, hereby certify that K. Earl Durden, whose name as President of Rail Management and Consulting Corporation, a Delaware corporation and sole general partner of said East Tennessee Railway, L.P., a limited partnership, is signed to the foregoing Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited partnership.

Given under my hand this the 21st day of October, 1991.

Dow T. Huskey
My Commission Expires: 8/8/92

STATE OF ALABAMA]
HOUSTON COUNTY]

I, Dow T. Huskey, a Notary Public, in and for said County in said State, hereby certify that K. Earl Durden, whose name as President of KWT Railway, Inc., a corporation, is signed to the foregoing Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 21st day of October, 1991.

Dow T. Huskey
My Commission Expires: 8/8/92

STATE OF ALABAMA]
HOUSTON COUNTY]

I, Dow T. Huskey, a Notary Public, in and for said County in said State, hereby certify that K. Earl Durden, whose name as President of Rail Management and Consulting Corporation, a Delaware corporation and sole general partner of said Atlantic and Western Railway, L.P., a limited partnership, is signed to the foregoing Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited partnership.

Given under my hand this the 21st day of October, 1991.

Dow T. Huskey
My Commission Expires: 8/8/92

STATE OF ALABAMA]
HOUSTON COUNTY]

I, Ka. Driskell, a Notary Public, in and for said County in said State, hereby certify that Lowell Yearta, whose name as Senior Vice President of First Alabama Bank - Dothan, a bank, is signed to the foregoing Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), and who is known to me, acknowledged before me on this day that, being informed of the contents of the Amendment Number Two to Security Agreement, Goods and Equipment (Rolling Stock), he, as such officer and with full authority, executed the same voluntarily for and as the act of said bank.

Given under my hand this the 21st day of October, 1991.

Ka. Driskell
My Commission Expires: MY COMMISSION EXPIRES APRIL 19, 1995